

**The following are “DRAFT” Minutes of the Rhode Island Industrial-Recreational Building Authority Board of Directors, Meeting #421 held on December 1, 2004. Upon acceptance of the Minutes by the Board of Directors, the Minutes will be posted in their approved form.**

**Alicia A. Pomfret**

**Assistant Manager & Assistant Secretary**

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## **MINUTES OF**

## **THE RHODE ISLAND INDUSTRIAL-RECREATIONAL BUILDING AUTHORITY**

**Meeting #421 – December 1, 2004**

**PRESENT: Frank R. Benell -- Chairperson**

**Frances H. Gammell-Roach -- Vice Chairperson**

**Peter R. Dunn -- Member**

**Robert H. Luneberg -- Member**

**ABSENT: Donald Harris – Member**

**ALSO PRESENT: Earl F. Queenan, Jr. -- Manager**

**Alicia A. Pomfret -- Assistant Manager**

**Anthony J. Scolavino -- Sr. Financial Program Administrator**

**Philomena Teixeira -- Financial Program Manager**

**Thomas V. Moses, Esquire -- Legal Counsel**

**Natalie Jackvony, Esquire -- Legal Counsel**

**Thomas Hodge -- Office of the Auditor General**

**The meeting was held at One West Exchange Street, Providence, and was called to order by Chairman Benell at 8:50 a.m.**

**Mr. Benell presented the Minutes of the meeting of November 3, 2004.**

**Following review and discussion, Mr. Luneberg made a motion to accept the Minutes as presented, Mr. Dunn seconded, and it was unanimously approved to accept the Minutes as submitted. A roll call vote was taken:**

**Mr. Dunn – aye**

**Mrs. Gammell-Roach – aye**

**Mr. Luneberg – aye**

**Mr. Benell – aye**

**Mr. Benell presented the Executive Session Minutes of the meeting of**

**November 3, 2004. After review and discussion, a motion was made by Mr. Dunn, was seconded by Mrs. Gammell-Roach, and was unanimously adopted to accept the Executive Session Minutes as presented. A roll call vote was then taken:**

**Mr. Dunn – aye**

**Mrs. Gammell-Roach – aye**

**Mr. Luneberg – aye**

**Mr. Benell – aye**

**Mrs. Gammell-Roach made a motion to maintain the confidentiality of the Executive Session Minutes of the meeting of November 3, 2004, her motion was seconded by**

**Mr. Luneberg, and it was unanimously approved. A vote by roll call was then taken:**

**Mr. Dunn – aye**

**Mrs. Gammell-Roach – aye**

**Mr. Luneberg – aye**

**Mr. Benell – aye**

**Mr. Queenan presented the Watch List as of November 24, 2004. He discussed the refinancing of the AKL FLEXO TECH-USA, LP bonds with Fleet and noted that the**

**3 month interest rate under the cap agreement is at 3.39%. He gave a review of STEM CELLS and discussed the tenant occupying the**

**STEM CELLS facility, Nephros, in brief. Mr. Queenan explained that the ULTRA FINE POWDER TECHNOLOGY interest portion of the debt-service payment was due the bond holders on December 1, 2004.**

**Mr. Jones confirmed in early November that the Company would be able to meet the payment by Thanksgiving. Ms. Pomfret stated that the Trustee had confirmed with her that ULTRA FINE POWDER did wire the funds into the trust account as planned. After this, a motion to accept the Watch List as presented was made by Mr. Luneberg, was seconded by Mr. Dunn, and was unanimously approved. A vote by roll call was taken:**

**Mr. Dunn – aye**

**Mrs. Gammell-Roach – aye**

**Mr. Luneberg – aye**

**Mr. Benell – aye**

**Mr. Queenan presented the Portfolio Report as of November 24, 2004. He told the Board that an interim closing was held on CHESTNUT HILL AVIATION, and that HENRY BIRKS US, INC. may be moving their closing to later in the month. Mr. Moses stated that L'Epicureo Ristorante was scheduled to open the restaurant in THE HOTEL PROVIDENCE on December 15, 2004. Mr. Queenan asked if there were any questions on the report. There being no questions, Mr. Luneberg made a motion to accept the Portfolio Report as submitted, Mr. Dunn seconded, and it was unanimously approved.**

**A roll call vote was held:**

**Mr. Dunn – aye**

**Mrs. Gammell-Roach – aye**

**Mr. Luneberg – aye**

**Mr. Benell – aye**

**Mr. Queenan expressed that it was not necessary to enter executive session to discuss the request that he would present on behalf of Mr. Paul Muffoletto, President of EAGLE QUEST GOLF & LESUIRE DOME.**

**He presented a letter dated November 15, 2004, from Mr. Muffoletto to the Board, requesting that the Authority release his home as collateral for the guaranteed loan. Discussion followed. Mr. Scolavino noted that the Authority is well collateralized on the loan with the project's value of the 5 acres of land, plus the dome. After some discussion and consideration, Mr. Queenan recommended approval of the request. A motion was made by Mr. Luneberg, was seconded by**

**Mrs. Gammell-Roach, and was unanimously approved to release Mr. Muffoletto's personal residence as collateral for the Authority insured mortgage. A roll call vote was then held:**

**Mr. Dunn – aye**

**Mrs. Gammell-Roach – aye**

**Mr. Luneberg – aye**

**Mr. Benell – aye**

**Mr. Queenan noted that he had one item to discuss under Other Business Matters. He explained that a Board Member had questioned if Board Members can be reimbursed for mileage expenses for traveling to and from board meetings. Mr. Moses said that he had reviewed the matter and that the Authority can reimburse for direct expenses of its members, and that other quasi-public boards do reimburse their board members for direct expenses. Mr. Queenan suggested that the Board be reimbursed effective the current fiscal year, beginning July 1, 2004, and that the expenses should be reimbursed on a semi-annual basis. After brief discussion, Mr. Queenan stated that the Rhode Island Economic Development Corporation Employee Direct Travel Reimbursement Policy will be adopted by the Authority for the Direct Expense reimbursement to Board Members.**

**There being no other matters to discuss, Mr. Benell requested a motion to adjourn.**

**Mr. Luneberg made a motion, Mrs. Gammell-Roach seconded, and it was unanimously approved to end the meeting. A roll call vote was taken:**

**Mr. Dunn – aye**

**Mrs. Gammell-Roach – aye**

**Mr. Luneberg – aye**

**Mr. Benell – aye**

**The meeting adjourned at 9:15 a.m.**

**Respectfully submitted,**

**Alicia A. Pomfret**

**Assistant Manager & Assistant Secretary**